

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 22-10602 (JKS)
)
)
)
) Obj. Deadline: March 23, 2023 at 4:00 pm (ET)
)

**SUMMARY COVER SHEET TO THE SIXTH MONTHLY FEE APPLICATION
OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Name of Applicant: FTI Consulting, Inc.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: September 15, 2022, effective as of July 26, 2022

Period for which compensation and reimbursement are sought: January 1, 2023, through January 31, 2023

Amount of compensation sought as actual, reasonable, and necessary: \$38,161.00 (80% of \$47,701.25)

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$482.21

This is an: X monthly interim final application.

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1,325.00	2.6	\$3,445.00
Ganti, Narendra	Managing Director	985	9.4	9,259.00
Griffin, Allison	Managing Director	985	3.9	3,841.50
Davis, Jackilyn	Senior Director	975	9.9	9,652.50
McDonnell, Chad	Director	610	16.4	10,004.00
Downing, Thomas	Senior Consultant	695	4.8	3,336.00
Addicks, Michael	Consultant	475	10.2	4,845.00
Bader, Daniel	Consultant	475	8.0	3,800.00
Hellmund-Mora, Marili	Manager	325	1.7	552.50
SUBTOTAL			66.9	\$48,735.50
Less: 50% discount for non-working travel time				(1,034.25)
GRAND TOTAL			66.9	\$47,701.25

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	5.3	\$3,998.50
2	Cash & Liquidity Analysis	6.4	4,060.00
18	Potential Avoidance Actions & Litigation Matters	0.9	1,192.50
20	General Meeting with Debtor & Debtor's Professionals	3.4	2,635.00
24	Preparation of Fee Application	5.8	2,755.00
25	Travel Time	2.1	2,068.50
26	Tech Services and Imaging	43.0	32,026.00
SUBTOTAL		66.9	\$48,735.50
Less: 50% discount for non-working travel time			(1,034.25)
Less: Voluntary Reduction			0.00
GRAND TOTAL		66.9	\$47,701.25

SUMMARY OF EXPENSES

Expense Type	Amount
Lodging	\$261.06
Transportation	182.37
Working Meals	38.78
Total	\$482.21

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.²

)
) Chapter 11
)
) Case No. 21-10602 (JKS)
)
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) Obj. Deadline: March 23, 2023 at 4:00 pm (ET)
)

**SIXTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
JANUARY 1, 2023 THROUGH JANUARY 31, 2023**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) [D.I. 114], the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Sixth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period January 1, 2023 to January 31, 2023* (the “Application Period”).

BACKGROUND

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

1. On July 5, 2022 (the “Petition Date”), the Debtor commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On July 18, 2022, the U.S. Trustee appointed an Official Committee of Unsecured Creditors [D.I. 63]. At the formation meeting the Committee selected Fox Rothschild LLP as its counsel. On July 27, 2022, the Committee selected FTI as its financial advisor. The Committee consists of the following six members:

- a) The Scotts Company, LLC;
- b) Animal Health International, Inc.;
- c) Wildlife Sciences, LLC;
- d) Capital Forrest Products;
- e) Hub Group, Inc.; and
- f) American Wood Fibers, Inc.

3. On September 9, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

RELIEF REQUESTED

4. FTI submits this Fee Application pursuant to the Bankruptcy Rules, the Administrative Order, and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$38,161.00 for the Application Period (80% of \$47,701.25 total fees), and \$482.21 of actual and necessary expenses incurred, for a total compensation of \$38,643.21 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such

expenses may not have been captured in FTI's billing system as of the date of filing this Fee Application.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 86.5 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by (i) each professional and paraprofessional, (ii) a summary of the time incurred by task, (iii) detailed time entries during the Application Period, (iv) summary of the expenses incurred by task, and (v) detailed expense entries are attached hereto as **Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E**, respectively. The following paragraphs describe the primary services rendered by FTI during the Application Period.

Code 1 – Current Operating Results & Events (5.3 hours)

1. During the Application Period, FTI reviewed the Debtor's financial information, including P&L, balance sheet, and other data. As part of this review, FTI analyzed the Debtor's November Monthly Operating Report ("MOR"). This was necessary to better understand the Debtor's current financial situation, as well as their historical profitability and asset composition.

Code 2 – Cash and Liquidity Analysis (6.4 hours)

2. During the Application Period, FTI monitored the Debtor's liquidity position and performed diligence on the Debtor's 13-week cash flow forecasts and weekly budget to actual variances. As part of this diligence, FTI corresponded with Debtor's advisors in order to understand the underlying drivers of the budget, key budget assumptions, and explanations for significant weekly budget-to-actual variances. FTI prepared and distributed weekly reports to the

Committee summarizing and analyzing the details of the 13-week cash flow forecasts, which are refreshed every week, as well as actual results compared to budget in order to keep the Committee informed of the Debtor's current and projected liquidity position

Code 18 – Potential Avoidance Actions & Litigation Matters (0.9 hours)

3. During the Statement Period, FTI professionals reviewed documents.

Code 20 – General Meetings with Debtor and Debtor's Professionals (3.4 hours)

4. During the Statement Period, FTI professionals met and corresponded with the Debtor and professionals regarding the case and other matters.

Code 24 – Preparation of Fee Application (5.8 Hours)

5. During the Application period FTI prepared the December Fee Application.

Code 25 – Travel Time (2.1 Hours)

6. During the Application period FTI spent time traveling for meetings with the debtor.

Code 26 – Tech Services and Imaging (43.0 Hours)

7. During the Application period FTI analyzed documents and report related to the debtor's technology and analyzed data from the various enterprise systems.

CONCLUSION

WHEREFORE, FTI respectfully requests an interim allowance of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$38,161.00 (80% of \$47,701.25 total fees), and \$482.21 for actual and necessary expenses incurred, for a total compensation of \$38,643.21 pursuant to the Administrative Order, and such other and further relief that the Court deems just and proper.

Dated: March 13, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC.

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: March 13, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

EXHIBIT A
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1,325.00	2.6	\$3,445.00
Ganti, Narendra	Managing Director	985	9.4	9,259.00
Griffin, Allison	Managing Director	985	3.9	3,841.50
Davis, Jackilyn	Senior Director	975	9.9	9,652.50
McDonnell, Chad	Director	610	16.4	10,004.00
Downing, Thomas	Senior Consultant	695	4.8	3,336.00
Addicks, Michael	Consultant	475	10.2	4,845.00
Bader, Daniel	Consultant	475	8.0	3,800.00
Hellmund-Mora, Marili	Manager	325	1.7	552.50
SUBTOTAL			66.9	\$48,735.50
Less: 50% discount for non-working travel time				(1,034.25)
GRAND TOTAL			66.9	\$47,701.25

EXHIBIT B
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY TASK
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	5.3	\$3,998.50
2	Cash & Liquidity Analysis	6.4	4,060.00
18	Potential Avoidance Actions & Litigation Matters	0.9	1,192.50
20	General Meeting with Debtor & Debtor's Professionals	3.4	2,635.00
24	Preparation of Fee Application	5.8	2,755.00
25	Travel Time	2.1	2,068.50
26	Tech Services and Imaging	43.0	32,026.00
SUBTOTAL		66.9	\$48,735.50
Less: 50% discount for non-working travel time			(1,034.25)
Less: Voluntary Reduction			0.00
GRAND TOTAL		66.9	\$47,701.25

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
1	1/12/2023	Zucker, Clifford	0.5	Review and analysis of RSM contracts.
1	1/17/2023	Downing, Thomas	3.6	Review and analyze financial statements for accounts payable questions.
1	1/18/2023	Downing, Thomas	1.2	Call with C. Klaus to discuss liquidity.
2	1/12/2023	Zucker, Clifford	0.4	Review and analysis of 9019 settlement on A/R.
2	1/17/2023	Addicks, Michael	2.7	Update Cash Bridge reconciliation through 11/14.
2	1/23/2023	Addicks, Michael	1.3	Finalized Agway Cash Bridge from filing through 12/31.
2	1/24/2023	Addicks, Michael	1.2	Finalized Agway Cash Bridge from filing through 12/31.
2	1/30/2023	Zucker, Clifford	0.8	Review and analysis of cash activity and reconciliation.
18	1/6/2023	Zucker, Clifford	0.5	Call with counsel on potential litigation.
18	1/9/2023	Zucker, Clifford	0.4	Review and analysis of management interview notes.
20	1/18/2023	Addicks, Michael	1.4	Interview re: Agway CPC acquisition with M. Grossman, N. Ganti, and JP Eldred
20	1/18/2023	Ganti, Narendra	2.0	Interview with M. Grossman, former CFO..
24	1/4/2023	Addicks, Michael	1.3	Prepare FTI Fee Application for November.
24	1/23/2023	Hellmund-Mora, Marili	0.5	Update and finalize the November fee application.
24	1/23/2023	Hellmund-Mora, Marili	1.2	Prepare the December fee application to ensure compliance with bankruptcy guidelines.
24	1/25/2023	Addicks, Michael	0.6	Prepare December FTI Fee Application.
24	1/26/2023	Addicks, Michael	0.8	Update the December FTI Fee Application.
24	1/27/2023	Addicks, Michael	0.2	Revise the December FTI Fee Application.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
24	1/30/2023	Addicks, Michael	0.7	Finalize the December fee application.
24	1/30/2023	Ganti, Narendra	0.5	Draft NetSuite data memo and analysis of exported financial reports.
25	1/18/2023	Ganti, Narendra	1.5	Travel time from Richmond to Home.
25	1/12/2023	Ganti, Narendra	0.6	Travel time to Richmond for M. Grossman, former CFO, interview.
26	1/9/2023	Ganti, Narendra	0.3	Call with C. Klaus to discuss back ups of laptops.
26	1/12/2023	Ganti, Narendra	0.6	Call with C. Klaus to discuss laptops and imaging them.
26	1/19/2023	Ganti, Narendra	2.0	Meeting with C. Klaus, CLO, to review laptops, hard drives, and other electronic equipment.
26	1/3/2023	Bader, Daniel	0.6	Internal update call with FTI tech team regarding NetSuites analysis.
26	1/3/2023	Davis, Jackilyn	0.2	Follow-up correspondence with IT team re: NetSuites.
26	1/3/2023	Griffin, Allison	0.6	Draft NetSuite data memo and analysis of exported financial reports.
26	1/4/2023	Bader, Daniel	1.3	Extract and analyze data from NetSuites for potential recovery claim.
26	1/4/2023	Davis, Jackilyn	0.3	Follow-up correspondence re: NetSuites with IT team.
26	1/4/2023	Davis, Jackilyn	0.7	Test ODBC connection.
26	1/4/2023	Davis, Jackilyn	0.2	Internal discussion regarding database download.
26	1/5/2023	Bader, Daniel	1.6	Download and run various analyses from NetSuites system to understand issues.
26	1/5/2023	Davis, Jackilyn	0.4	Project set-up in AWS environment.
26	1/5/2023	Davis, Jackilyn	0.7	Status update meeting; compilation of notes.
26	1/5/2023	Griffin, Allison	0.7	Confer with J. Davies and D. Bader regarding NetSuite data preservation, creation of data log, collection memo; Collation of notes on Agway NetSuite and accounting data.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
26	1/9/2023	Davis, Jackilyn	0.7	Analyze and assess preservation of systems.
26	1/9/2023	Griffin, Allison	0.3	Updates to questions for B. Harwood; Analysis of financial data.
26	1/10/2023	Davis, Jackilyn	0.6	Summarize next steps regarding NetSuites investigation.
26	1/11/2023	Bader, Daniel	0.5	Meeting with the FTI team to go over financial review of Agway accounting data and how the data was structured and exported from NetSuite.
26	1/11/2023	Griffin, Allison	0.3	Confer with D. Badder on export of back-end tables and financial reports.
26	1/17/2023	Bader, Daniel	1.7	Download relevant Agway accounting reports from NetSuite, formatted into Excel, and uploaded onto Teams for a review of the company's financials. Also put together short memo with timeline and data integrity issues in
26	1/19/2023	Griffin, Allison	0.4	Correspondence with Agway and FTI team regarding preservation of additional data systems; Confer with J. Davis.
26	1/9/2023	McDonnell, Chad	1.7	Final QC of M365 data.
26	1/11/2023	McDonnell, Chad	1.2	Coordination calls with client to discuss laptop hard drive imaging.
26	1/20/2023	McDonnell, Chad	3.0	Correspondence with the UCC regarding shipment and delivery of additional laptops and desktop hard drives; begin acquisition of laptops delivered to FTI from Richmond office.
26	1/23/2023	McDonnell, Chad	4.0	Continue acquisition of custodian laptops.
26	1/25/2023	McDonnell, Chad	4.5	Continue acquisition of custodian laptops.
26	1/10/2023	Ganti, Narendra	0.6	Call with C. Klaus to discuss Montpelier settlement.
26	1/19/2023	Ganti, Narendra	1.3	Review and revise December 2022 fee application.
26	1/23/2023	Davis, Jackilyn	1.4	Analyze and assess progress updates.
26	1/24/2023	Bader, Daniel	0.5	Attend Agway catch-up meeting where we discuss status of data download/upload and next steps in our analysis.
26	1/24/2023	Davis, Jackilyn	2.6	Meeting with FTI tech team to discuss next steps; adjustment to memorial.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
26	1/24/2023	Griffin, Allison	0.4	Confer with J. Davis on data preservation data summaries and data integrity memo.
26	1/25/2023	Bader, Daniel	1.8	Download front-end reports for GL 2021 and 2022; Balance Sheet for year end 2020, 2021, and 2022; Income Statement Monthly for 2020, 2021, and 2022. Formatted reports in Excel and uploaded to Teams site.
26	1/25/2023	Davis, Jackilyn	0.8	Modify memorial describing state of preservation.
26	1/26/2023	Davis, Jackilyn	1.1	Continue to modify memorial describing state of preservation.
26	1/27/2023	Griffin, Allison	1.2	Analysis of data extracts and documentation of data preservation and data integrity notes.
26	1/30/2023	Davis, Jackilyn	0.2	Follow-up correspondence with IT team regarding financial discussion.
26	1/31/2023	McDonnell, Chad	2.0	Continue acquisitions of client devices; begin locating custodian Bitlocker keys on client Azure Active Directory to decrypt device images.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Task Category	Date	Professional	Hours	Activity
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EXHIBIT D
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF EXPENSES
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Expense Type	Amount
Lodging	\$261.06
Transportation	182.37
Working Meals	38.78
Total	\$482.21

EXHIBIT E
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
EXPENSE DETAIL
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Date	Professional	Expense Type	Expense Detail	Amount
01/19/23	Ganti, Narendra	Lodging	Lodging - 01/18/23 - 01/19/23. Hotel stay while traveling to attend former CFO interview.	\$261.06
Lodging Total				261.06
01/19/23	Ganti, Narendra	Other	Tips - (N-A), Narendra Ganti. Tips for Housekeeping	0.00
Other Total				0.00
01/18/23	Ganti, Narendra	Transportation	Parking - Narendra Ganti. Parking at FTI office while traveling to attend former CFO interview.	20.00
01/19/23	Ganti, Narendra	Transportation	Car Rental - 01/18/23 - 01/19/23. Travel to attend former CFO interview.	120.46
01/19/23	Ganti, Narendra	Transportation	Car Rental - Gas - while traveling to attend former CFO interview.	23.22
01/19/23	Ganti, Narendra	Transportation	Car Rental - Gas - while traveling to attend former CFO interview.	12.69
01/19/23	Ganti, Narendra	Transportation	Tolls - Travel to attend former CFO interview.	6.00
Transportation Total				182.37
01/18/23	Ganti, Narendra	Working Meals	Lunch for self while traveling to attend former CFO interview.	10.00
01/18/23	Ganti, Narendra	Working Meals	Dinner for self while traveling to attend former CFO interview.	12.56
01/19/23	Ganti, Narendra	Working Meals	Breakfast for self while traveling to attend former CFO interview.	5.00
01/19/23	Ganti, Narendra	Working Meals	Lunch for self while traveling to attend former CFO interview.	11.22

EXHIBIT E
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
EXPENSE DETAIL
FOR THE PERIOD JANUARY 1, 2023 TO JANUARY 31, 2023

Date	Professional	Expense Type	Expense Detail	Amount
			Working Meals Total	38.78
			Grand Total	\$482.21